

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO PAID-UP OIL AND GAS LEASE

THE STATE OF TEXAS }
COUNTY OF TARRANT & PARKER } KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Richard David Smelley and wife, Amy Elizabeth Smelley, Deborah Ruth Davis and husband, David Glenn Davis, and Tammy Marie Graham and husband, Gregory Scott Graham, as Lessors granted an Oil and Gas Lease , dated December 19, 2007, to EnCana Oil & Gas (USA) Inc., as Lessee, covering the described lands in Tarrant & Parker Counties, State of Texas:

Being **514** acres of land, more or less, being composed of the following tracts of land:

733.94 acres, more or less, out of Section 1, Block 1, T&P RR Co. Survey, A-1505; the W. S. Johnson Survey, A-2392; the Mary A. Freeman Survey, A-458; the Joseph P. Farmer Survey, A-2631; Parker County, Texas; the T&P RR Co. Survey, A-1472, Parker and Tarrant Counties, Texas; and the Peter Hall Survey, A-668, Tarrant County, Texas, as described in Exhibit "A" of that certain Memorandum of Oil and Gas Lease dated April 16, 2001 between R. J. Smelley and Mildred Louise Smelley, as Lessor, and Four Sevens Oil Co. Ltd., as Lessee, recorded under File No. 00418316, Volume 1935, Page 1961, Official Public Records of Parker County, Texas and under File No. D204368651, Official Public Records of Tarrant County, Texas, **LESS AND EXCEPT** 220 acres, more or less, more particularly described in Exhibit "A" of that certain Designation of Retained Acreage dated August 28, 2007, effective November 26, 2005, between Richard David Smelley, et al, as Lessor, and Denbury Onshore, LLC, as Lessee, recorded under File No. 652308, Book 2569, Page 969, Official Public Records of Parker County, Texas, leaving a total of 513.94 acres, more or less.

WHEREAS, a Memorandum of Oil and Gas Lease was recorded in Book 2600 at Page 1197, in the Official Public Records of Parker County, State of Texas; and Memorandum of Oil and Gas Lease was recorded under Instrument No. D208002348, in the Official Public Records of Tarrant County, State of Texas.

NOW, THEREFORE, for good and valuable consideration in hand paid to Richard David Smelley and wife, Amy Elizabeth Smelley, Deborah Ruth Davis and husband, David Glenn Davis, and Tammy Marie Graham and husband, Gregory Scott Graham, as Lessors and by EnCana Oil & Gas (USA) Inc., a Delaware corporation, as Lessee, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend and agree that it is in the best interest of both parties that the hereinabove mentioned Oil and Gas Lease be revised and should be amended **by correcting the description of lands on said Lease and by adding the following pooling provision, to be as follows:**



Being **505.16** acres of land, more or less, being composed of the following tracts of land:

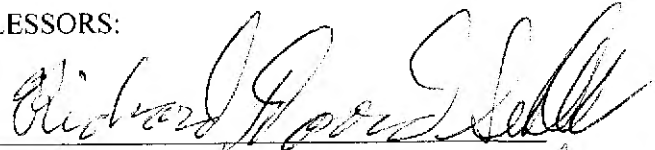
733.94 acres, more or less, out of Section 1, Block 1, T&P RR Co. Survey, A-1505, the W. S. Johnson Survey, A-2392, the Mary A. Freeman Survey, A-458 and the Joseph P. Farmer Survey, A-2631, Parker County, Texas; the T&P RR Co. Survey, A-1473 and the Peter Hall Survey, A-668, Tarrant County, Texas, being described in Exhibit "A" of that certain Memorandum of Oil and Gas Lease dated April 16, 2001 between R. J. Smelley and Mildred Louise Smelley, as Lessor, and Four Sevens Oil Co. Ltd., as Lessee, recorded under File No. 00418316, Volume 1935, Page 1961, Official Public Records of Parker County, Texas and under File No. D204368651, Official Public Records of Tarrant County, Texas, **LESS AND EXCEPT** 220 acres, more or less, more particularly described in Exhibit "A" of that certain Designation of Retained Acreage dated August 28, 2007, effective November 26, 2005, between Richard David Smelley, et al, as Lessor, and Denbury Onshore, LLC, as Lessee, recorded under File No. 652308, Book 2569, Page 969, Official Public Records of Parker County, Texas, leaving a total of 513.94 acres, more or less, **AND FURTHER LESS AND EXCEPT** 8.78 acres, more or less, situated in the T&P RR Co. Survey, A-1473 and the Peter Hall Survey, A-668, Tarrant County, Texas, being described in Exhibit "A" of that certain Warranty Deed dated April 28, 1995 between Richard J. Smelley and Mildred Louise Smelley, as Grantor, and R. J. Smelley Company, Inc. as Grantee, recorded under Instrument No. D195071956, Volume 11950, Page 1436, Official Public Records of Tarrant County, Texas, leaving a total of **505.16** acres, more or less.

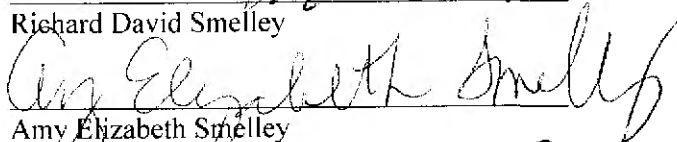
AND that said Lease may only be pooled with lands covered by that certain Oil and Gas Lease dated January 20, 2009 but effective December 19, 2007, between R. J. Smelley Company, Inc. as Lessor and EnCana Oil & Gas (USA) Inc. as Lessee, covering 8.78 acres. A Memorandum of Oil and Gas Lease being recorded under Instrument No. D 209069800 in the Official Public Records of Tarrant County, State of Texas and under Instrument No. D17343 in the Official Public Records of Parker County, State of Texas.

or Vol. 2698 Pg 1776

Executed **January 20, 2009**, but hereby effective **December 19, 2007**.

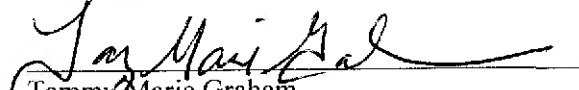
LESSORS:



Richard David Smelley


Amy Elizabeth Smelley


Deborah Ruth Davis


David Glenn Davis

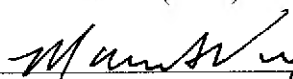

Tammy Marie Graham




Gregory Scott Graham

LESSEE:

EnCana Oil & Gas (USA) Inc.

By: 

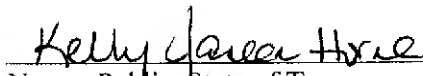
Mark A. Virant, Attorney-In-Fact
On behalf of EnCana Oil & Gas (USA) Inc.


ACKNOWLEDGMENTS

STATE OF TEXAS

COUNTY OF TARRANT

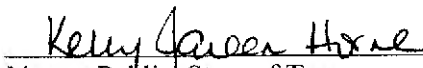
This document was acknowledged before me on March 5, 2009, 2009, by Richard David Smelley and Amy Elizabeth Smelley.



Notary Public, State of Texas



This document was acknowledged before me on March 5, 2009, 2009, by Deborah Ruth Davis and David Glenn Davis.

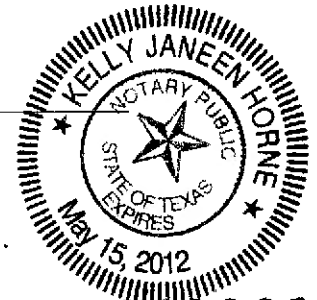


Notary Public, State of Texas



This document was acknowledged before me on March 5, 2009, 2009, by ~~Tammy Marie Graham and~~ Gregory Scott Graham.

Kelly Janeen Horne
Notary Public, State of Texas



This document was acknowledged before me
on March 6, 2009 2009 by Tammy Marie Graham.

STATE OF TEXAS
COUNTY OF DALLAS

Laura Shiels
Notary Public, State of Texas

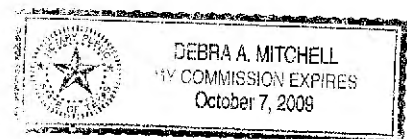


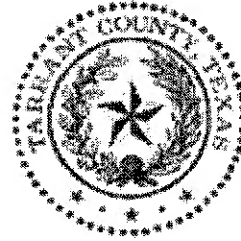
This document was acknowledged before me on MARCH 12, 2009, by Mark A. Virant, Attorney-In-Fact on behalf of EnCana Oil & Gas (USA) Inc.

Debra A. Mitchell
Notary Public, State of Texas

After recording, please return to:

EnCana Oil & Gas (USA) Inc.
14001 North Dallas Parkway, Suite 1100
Dallas, Texas 75240
Att: Ryan Evans





ENCANA OIL & GAS
14001 NORTH DALLAS PARKWAY SUITE 1100

DALLAS TX 75240

Submitter: LAURA CIACCIO

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 03/16/2009 10:16 AM
Instrument #: D209070520
LSE 5 PGS \$28.00

By: _____



D209070520

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Printed by: MV